

KELLER BENVENUTTI KIM LLP

Tobias S. Keller (#151445)

(tkeller@kbbkllp.com)

Peter J. Benvenutti (#60566)

(pbenvenutti@kbbkllp.com)

Jane Kim (#298192)

(jkim@kbbkllp.com)

650 California Street, Suite 1900

San Francisco, CA 94108

Tel: 415 496 6723

Fax: 650 636 9251

Attorneys for Debtors and Debtors in Possession

**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION**

In re:

PG&E CORPORATION,

- and -

**PACIFIC GAS AND ELECTRIC
COMPANY,**

Debtors.

- ☐ Affects PG&E Corporation
☐ Affects Pacific Gas and Electric Company
☒ Affects both Debtors

** All papers shall be filed in the Lead Case No.
19-30088 (DM).*

Bankruptcy Case No. 19-30088 (DM)

Chapter 11

(Lead Case)

(Jointly Administered)

**SUMMARY SHEET TO THIRD INTERIM
FEE APPLICATION OF KELLER
BENVENUTTI KIM LLP FOR
ALLOWANCE AND PAYMENT OF
COMPENSATION AND REIMBURSEMENT
OF EXPENSES (OCTOBER 1, 2019
THROUGH JANUARY 31, 2020)**

Date: TBD

Time: TBD

Place: United States Bankruptcy Court

Courtroom 17, 16th Floor

San Francisco, CA 94102

Judge: Hon. Dennis Montali

Objection Deadline: April 2, 2020

4:00 p.m. (Pacific Time)

GENERAL INFORMATION

Name of Applicant: Keller Benvenutti Kim LLP

Authorized to Provide Professional Services to: Debtors and Debtors in Possession

Petition Date: January 29, 2019

Retention Date: April 9, 2019 *nunc pro tunc* to January 29, 2019

Prior Applications: First Interim Fee Application (Docket No. 3099)

Second Interim Fee Application (Docket No. 4714)

SUMMARY OF FEES AND EXPENSES SOUGHT IN THIS APPLICATION

Amount of Compensation Sought as Actual, Reasonable, and Necessary: **\$723,335.00**

Amount of Expense Reimbursement Sought as Actual, Reasonable, and Necessary: **\$30,976.92**

Total Compensation and Expenses Requested for the Compensation Period: **\$754,311.92**

SUMMARY OF PRIOR MONTHLY FEE STATEMENTS

Date Filed	Period Covered	Requested Fees	Requested Expenses	Paid Fees	Paid Expenses	Holdback Fees Requested
4/10/19 [Dkt. No. 1332]	1/29/19 – 2/28/19	\$401,910.00	\$13,631.54	\$321,528.00	\$13,631.54	\$80,382.00
5/8/19 [Dkt. No. 1933]	3/1/19 – 3/31/19	\$248,035.00	\$11,119.23	\$198,428.00	\$11,119.23	\$49,607.00
6/6/19 [Dkt. No. 2435]	4/1/19 – 4/30/19	\$271,250.00	\$2,705.34	\$217,000.00	\$2,705.34	\$54,250.00
7/8/19 [Dkt. No. 2894]	5/1/19 – 5/31/19	\$195,450.00	\$5,150.68	\$156,360.00	\$5,150.68	\$39,090.00
First Interim Fee Application [Dkt. No. 3099]		\$1,116,645.00	\$32,606.79	\$736,956.00	\$27,456.11	\$223,329.00
8/7/19 [Dkt. No. 3401]	6/1/19 – 6/30/19	\$154,765.00	\$31,394.43	\$123,812.00	\$31,394.43	\$30,953.00
9/18/19 [Dkt. No. 3927]	7/1/19 – 7/31/19	\$177,535.00	\$15,442.54	\$142,028.00	\$15,442.54	\$35,507.00
10/16/19 [Dkt. No. 4215]	8/1/19 – 8/30/19	\$196,310.00	\$15,570.27	\$196,310.00	\$15,570.27	\$39,262.00
11/5/19 [Dkt. No. 4579]	9/1/19 – 9/30/19	\$158,620.00	\$4,047.98	\$158,620.00	\$4,047.98	\$31,724.00
Second Interim Fee Application [Dkt. No. 4714]		\$687,230.00	\$66,455.22	\$687,230.00	\$66,455.22	\$137,446.00

12/5/19 [Dkt. No. 4993]	10/1/19 – 10/31/19	\$172,390.00	\$8,639.73	\$137,912.00	\$8,639.73	\$34,478.00
1/17/20 [Dkt. No. 5407]	11/1/19 – 11/30/19	\$179,760.00	\$9,125.82	\$143,808.00	\$9,125.82	\$35,952.00
2/18/20 [Dkt. No. 5808]	12/1/19 – 12/31/19	\$177,885.00	\$7,397.49	\$0.00 ¹	\$0.00	\$38,660.00
3/2/20 [Dkt. No. 5997]	1/1/20 – 1/31/20	\$193,300.00	\$5,813.88	\$0.00 ²	\$0.00	\$35,577.00
		\$723,335.00	\$30,976.92	\$281,720.00	\$17,765.55	\$144,667.00

Summary of Any Objections to Monthly Fee Statements: None.

Compensation and Expenses Sought in this Interim Application Not Yet Paid: \$144,667.00³

¹ The Firm filed its Certificate of No Objection with respect to its December fees on March 11, 2020 [Docket No. 6245] and has submitted its December invoices to the Debtors but has not yet been paid

² The Firm will be eligible for payment on its January invoices after it files its Certificate of No Objection on its monthly fee statement after the March 23, 2020, 4:00 p.m. (Pacific Time) objection deadline expires.

³ Assumes payment received on December and January monthly fee statements on or prior to the hearing hereon.

**COMPENSATION BY PROFESSIONAL
OCTOBER 1, 2019 THROUGH JANUARY 31, 2020**

The attorneys and paraprofessionals who rendered legal services in these Chapter 11 Cases during the Interim Fee Period are:

NAME OF PROFESSIONAL:	POSITION	YEAR ADMITTED	HOURLY RATE	TOTAL HOURS BILLED	TOTAL COMPENSATION
Tobias S. Keller	Partner	1990	800	97.2	\$77,760.00
Peter J. Benvenuti	Partner	1974	800	327.5	\$262,000.00
Jane Kim	Partner	2003 ¹	650	155.1	\$100,815.00
Keith A. McDaniels	Of Counsel	1997	600	9.3	\$5,580.00
Dara L. Silveira	Associate	2010	400	351.1	\$140,440.00
Thomas B. Rupp	Associate	2011	400	287.1	\$114,840.00
Hadley Roberts-Donnelly	Paralegal Trainee	N/A	150	146.0	\$21,900.00
Total Professionals:				1,373.3	\$723,335.00

¹ Member of the California Bar since 2014

PROFESSIONALS	BLENDED RATE (rounded to nearest dollar)	TOTAL HOURS BILLED	TOTAL COMPENSATION
TOTALS:			
Partners and Counsel	757	589.1	\$446,155.00
Associates	400	638.2	\$255,280.00
Blended Attorney Rate	571	1,227.3	\$701,435.00
Paraprofessionals	150	146.0	\$21,900.00
Total Fees Incurred	526	1,373.3	\$723,335.00

**COMPENSATION BY WORK TASK CODE
OCTOBER 1, 2019 THROUGH JANUARY 31, 2020**

TASK CODE	DESCRIPTION	HOURS	AMOUNT
002	Omnibus & Miscellaneous Court Appearances	186.9	\$74,130.00
004	General Case Administration	139.9	\$47,835.00
005	Automatic Stay Proceedings	335.2	\$207,805.00
006	Initial Debtor Interview, Meeting of Creditors, Creditor Inquiries	1.1	\$780.00
007	Professional Retention and Compensation – Keller Benvenuti Kim	57.1	\$24,275.00
008	Professional Retention and Compensation – Other Professionals	106.9	\$45,905.00
009	Financing and Cash Collateral	3.0	\$1,650.00
014	Employee Matters	14.6	\$10,085.00
015	Supplier Issues	18.8	\$8,280.00
016	General Asset Analysis and Recovery	0.4	\$320.00
017	Sale or Use of Property – Motions	0.6	\$390.00
018	Executory Contract Issues	74.0	\$40,645.00
020	Regulatory Issues	5.6	\$4,040.00
021	Plan – Advice, Strategy and Negotiation	54.7	\$41,245.00
022	Plan Disclosure Statements – Preparation of Documents	63.9	\$32,470.00
024	Plan Implementation and Transition	3.4	\$2,615.00
026	Wildfire Litigation	38.5	\$21,080.00
027	Claims Review	50.1	\$29,950.00
028	Claim Disputes and Resolution	148.7	\$87,940.00
032	USDC Probation Compliance and Monitoring	9.4	\$5,660.00
036	Miscellaneous Litigation Issues and Advice	58.2	\$34,715.00
037	Appeals	2.3	\$1,520.00
TOTAL		1,373.3	\$723,335.00

EXPENSE SUMMARY
OCTOBER 1, 2019 THROUGH JANUARY 31, 2020

EXPENSES	AMOUNTS
Computerized Research	\$0.00
Meals	\$265.92
Travel	\$0.00
Transportation	\$349.62
Duplicating	\$12,105.04
Transcription Services	\$10,346.10
Telephone Conferencing	\$0.00
Messenger	\$2,952.24
Filing Fees	\$3,708.00
Other (PG&E Billing Software)	\$1,250.00
Total Expenses Requested:	\$30,976.92

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** All papers shall be filed in the Lead Case No.
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Bankruptcy Case No. 19-30088 (DM)

Chapter 11

(Lead Case) (Jointly Administered)

**THIRD INTERIM FEE APPLICATION OF
KELLER BENVENUTTI KIM LLP FOR
ALLOWANCE AND PAYMENT OF
COMPENSATION AND REIMBURSEMENT
OF EXPENSES (OCTOBER 1, 2019
THROUGH JANUARY 31, 2020)**

Date: TBD

Time: TBD

Place: United States Bankruptcy Court
Courtroom 17, 16th Floor
San Francisco, CA 94102

Judge: Hon. Dennis Montali

Objection Deadline: April 2, 2020

4:00 p.m. (Pacific Time)

Keller Benvenutti Kim LLP (“**KBK**” or the “**Firm**”), co-counsel for PG&E Corporation and Pacific Gas and Electric Company (the “**Debtors**”) in the above-captioned chapter 11 cases (the “**Chapter 11 Cases**”), hereby submits its Third Interim Fee Application (the “**Interim Application**”)

1 for allowance and payment of compensation for professional services rendered and for reimbursement
2 of actual and necessary expenses incurred for the period commencing October 1, 2019, through
3 January 31, 2020 (the “**Interim Fee Period**”), pursuant to the *Order Pursuant to 11 U.S.C §§ 331 and*
4 *105(a) and Fed. R. Bankr. P. 2016 for Authority to Establish Procedures for Interim Compensation*
5 *and Reimbursement of Expenses of Professionals*, entered on February 27, 2019 [Docket No. 701] (the
6 “**Interim Compensation Procedures Order**”), sections 330 and 331 of title 11 of the United States
7 Code (the “**Bankruptcy Code**”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the
8 “**Bankruptcy Rules**”), the *Guidelines for Compensation and Expense Reimbursement of Professionals*
9 *and Trustees* (the “**Northern District Guidelines**”), the *United States Trustee Guidelines for*
10 *Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. §*
11 *330* (the “**UST Guidelines**”), the Fee Examiner Protocol [Docket No. 4473], and the Local Bankruptcy
12 Rules for the Northern District of California.

13 The Interim Application is based upon the points and authorities cited herein, the Declaration
14 of Tobias S. Keller filed concurrently herewith, the exhibit attached thereto, the pleadings, papers, and
15 records on file in this case, and any evidence or argument that the Court may entertain at the time of
16 the hearing on the Interim Application.

17 **CASE BACKGROUND AND STATUS**

18 **A. The Debtors’ Bankruptcy Proceedings**

19 The Debtors filed voluntary petitions for relief under Chapter 11 of the Bankruptcy Code on
20 January 29, 2019 (the “**Petition Date**”). The Debtors continue to operate their businesses and manage
21 their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy
22 Code. No trustee or examiner has been appointed.

23 On February 12, 2019, the Office of the United States Trustee for the Northern District of
24 California (the “**U.S. Trustee**”) appointed an Official Committee of Unsecured Creditors in the
25 Debtors’ cases (the “**Creditors’ Committee**”). On February 15, 2019, the U.S. Trustee appointed an
26 Official Committee of Tort Claimants (the “**TCC**”). On May 29, 2019, upon the request of the U.S.
27 Trustee, the Court appointed Professor Bruce A. Markell as the fee examiner in these Chapter 11 Cases
28 (the “**Fee Examiner**”).

1 A description of the Debtors' business, capital structure, and the circumstances leading to the
2 filing of these Chapter 11 Cases is set forth in the *Amended Declaration of Jason P. Wells in Support*
3 *of First Day Motions and Related Relief* [Docket No. 263].

4 **B. The Debtors' Retention of KBK**

5 On April 10, 2019, the Court entered the *Order Authorizing Debtors Pursuant to 11 U.S.C.*
6 *§ 327(a) and Fed. R. Bankr. P. 2014(a) and 2016 to Retain and Employ Keller & Benvenuti LLP Nunc*
7 *Pro Tunc to the Petition Date* [Docket No. 1306] (the "**Retention Order**").

8 The Retention Order authorizes the Debtors to compensate and reimburse the Firm pursuant to
9 the Bankruptcy Code, the Bankruptcy Rules, the Northern District Guidelines, and the Interim
10 Compensation Order. Subject to the Firm's application to the Court, the Debtors also are authorized
11 by the Retention Order to compensate KBK at the Firm's standard hourly rates for services performed
12 and to reimburse it for actual and necessary expenses incurred. The Retention Order authorizes KBK
13 to provide the following services to the Debtors:

- 14 • Appear in Court on behalf of the Debtors;
- 15 • Provide legal advice regarding the Debtors' rights and obligations as debtors in possession
16 and regarding local rules, practices, and procedures;
- 17 • Act to protect and preserve the Debtors' estates through the prosecution of actions on the
18 Debtors' behalf, defense of actions commenced against the Debtors, negotiation of disputes
19 in which the Debtors are involved, and preparation of objections to claims filed against the
20 Debtors' estates;
- 21 • Prepare on behalf of the Debtors any necessary applications, motions, answers, orders,
22 reports, and other legal papers;
- 23 • Provide traditional services of local co-counsel including, without limitation: monitoring
24 the docket for filings and coordinating with co-counsel in pending matters that need
25 response; preparing agenda letters, certificates of no objection, certifications of counsel, and
26 notices of fee applications and hearings; preparing hearing binders of documents and
27 pleadings; and preparing documents and pleadings for hearings;
- 28 • Handle inquiries and calls from creditors and counsel to interested parties regarding

1 pending matters and the general status of the Chapter 11 Cases and, to the extent required,
2 coordinate with co-counsel on any necessary responses;

- 3 • Act as primary counsel in the event that debtor's lead bankruptcy counsel has a disabling
4 conflict, believes it would be more efficient, or otherwise desires the Firm to act in such
5 capacity in discrete matters; and
- 6 • Provide additional support to the Debtors and to co-counsel, as requested.

7 **C. Professional Compensation and Reimbursement of Expenses Requested**

8 By this Interim Application, the Firm seeks interim allowance of compensation in the amount
9 of \$723,335.00 and actual and necessary expenses in the amount of \$30,976.92, for a total allowance
10 of \$754,311.92, and payment of \$144,667.00 (20% of the allowed fees)⁴ for the Interim Fee Period.

11 All services for which KBK requests compensation were performed for or on behalf of the
12 Debtors. KBK has received no payment and no promises for payment from any source other than the
13 Debtors for services rendered or to be rendered in any capacity whatsoever in connection with the
14 matters covered by this Interim Application.

15 There is no agreement or understanding between KBK and any other person other than the
16 partners of KBK for the sharing of compensation to be received for services rendered in these cases.
17 As of the Petition Date, the Firm had a remaining credit balance in favor of the Debtors for
18 professional services performed and to be performed, and expenses incurred and to be incurred, in
19 connection with these Chapter 11 Cases in the amount of \$111,105.20. In connection with these
20 Chapter 11 Cases, as of this date KBK has been paid \$1,705,906.00 in fees and reimbursed
21 \$111,676.88 in expenses.⁵ As of the date of the Interim Application, the Firm has been paid
22 \$281,720.00 in fees and reimbursed \$17,765.55 in expenses during the Interim Fee Period. These
23 amounts have been paid pursuant to the Interim Compensation Order but not yet allowed.

24
25 ⁴ Assumes payment of the Firm's December and January fees in the ordinary course.

26 ⁵ The Firm has not yet been paid on the fees requested in the *First Interim Fee Application of Keller &*
27 *Benvenuti LLP for Allowance and Payment of Compensation and Reimbursement of Expenses*
28 *(January 29, 2019 Through May 31, 2019)* [Docket No. 3099] or the *Second Interim Fee Application*
of Keller & Benvenuti LLP for Allowance and Payment of Compensation and Reimbursement of
Expenses (June 1, 2019 Through September 30, 2019) [Docket No.4714].

1 The Firm has billed the Debtors in these Chapter 11 Cases in accordance with its existing
2 billing rates and procedures in effect during the Interim Fee Period. These rates are the same rates
3 KBK charges for services rendered by its attorneys and paraprofessionals in comparable matters, and
4 are reasonable given the compensation charged by comparably skilled practitioners in similar matters
5 in both the California and national markets. The Summary Sheet filed herewith contains tables listing
6 the KBK attorneys and paraprofessionals who have performed services for the Debtors during the
7 Interim Fee Period, including their job titles, hourly rates, aggregate number of hours worked in this
8 matter, and, for attorneys, the year in which each professional was licensed to practice law. The
9 Summary Sheet also contains a table summarizing the hours worked by the Firm's attorneys and
10 paraprofessionals broken down by project billing code. KBK maintains computerized time records,
11 which have been filed on the docket with the Firm's monthly fee statements and furnished to the
12 Debtors, counsel for the Creditors' Committee and the TCC, the U.S. Trustee, and the Fee Examiner in
13 the format specified by the Interim Compensation Order.

14 **D. Budget and Budget-to-Actual Performance**

15 For the periods ending October 31, 2019, November 30, 2019, December 31, 2019, and
16 January 31, 2020, KBK provided budget estimates to the Debtors of \$225,000.00 each. The Firm's
17 actual fees during these periods were usually lower than predicted, and actual experience was never
18 more than ten (10%) greater than estimated.

19 **JURISDICTION**

20 This Court has jurisdiction to consider this matter pursuant to 28 U.S.C. sections 157 and 1334.
21 This is a core proceeding pursuant to 28 U.S.C. section 157(b). Venue is proper before this Court
22 pursuant to 28 U.S.C. sections 1408 and 1409.

23 **PROJECT BILLING AND NARRATIVE STATEMENT OF SERVICES RENDERED**

24 During the Interim Fee Period, KBK professionals expended 1,373.3 hours on behalf of the
25 Debtors. Of this, 589.1 hours were expended by partners and of counsel, 638.2 by associates, and 146
26 by paraprofessionals. KBK's attorneys bill at hourly rates ranging from \$400 to \$800, for a blended
27 attorney rate of \$571 during the Interim Fee Period. Effective, February 1, 2020, the Firm raised its
28 rates for attorneys [Docket No. 5224].

1 In accordance with the Interim Compensation Procedures Order, the Northern District
2 Guidelines, and the Local Rules, the Firm has classified services performed into the twenty-seven
3 specific categories set forth below. KBK has attempted to place the services provided in the category
4 that best relates to such services; because certain services may relate to one or more categories,
5 however, services pertaining to one category may in fact be included in another category.

6 **A. Omnibus & Miscellaneous Court Appearances**

7 KBK attorneys represented the Debtors at the omnibus hearings on October 7, 2019, October
8 23, 2019, November 19, 2019, December 4, 2019, December 11, 2019, December 17, 2019, January
9 14, 2020, and January 29, 2020. The Firm prepared the agendas for each of these omnibus hearings, as
10 well as for several hearings that later were cancelled, which required extensive conferences both
11 internally and with the Debtors' other professionals. The Firm's paraprofessionals also developed
12 binders for use by the Debtors' other professionals at the omnibus hearings.

13 Total Hours: 186.9 Total Fees: \$74,130.00

14 **B. General Case Administration**

15 The Firm's role as the Debtors' local counsel requires that it take on a proportionately larger
16 share of the administrative workflow necessary to keep these Chapter 11 Cases running smoothly. To
17 that end, during the Interim Fee Period, KBK professionals:

- 18 • Assisted the Debtors and their advisors with *pro hac vice* applications, ECF notices, and
19 ordering hearing transcripts;
- 20 • Tracked pending motions and papers and reviewed the case docket;
- 21 • Drafted and uploaded orders following hearings;
- 22 • Electronically filed documents on behalf of the Debtors' other professionals;
- 23 • Communicated frequently with the Debtors' other professionals regarding work in process,
24 including participating in weekly calls with the Debtors' other professionals discussing the
25 status of upcoming motions and plans for upcoming hearings;
- 26 • Prepared hearing notices;
- 27 • Communicated with Court staff regarding hearing and filing logistics;
- 28 • Coordinated with the Debtors' other professionals, including PrimeClerk, to handle service

1 of court documents.

2 Total Hours: 139.9

Total Fees: \$47,835.00

3 **C. Automatic Stay Proceedings**

4 During the Interim Period, KBK advised the Debtors with respect to automatic stay issues
5 relating to, among others: (1) Wendy Nathan; (2) Michael S. Danko and Mary S. Danko; (3) Kathleen
6 Pelley and Allan Pelley; (4) the Valero litigation; (5) Dan Clarke and the San Francisco Herring
7 Association; (6) litigation relating to the Tubbs fire; (7) the Ghost Ship litigation; (8) the *Mendoza v.*
8 *City of San Jose* litigation; (9) United Energy Trading LLC, (10) Tiger Natural Gas, Inc., (11) Gloria
9 Ruckman, Robert Ruckman, a minor, by and through his guardian ad litem Robert Ruckman, Robert
10 Ruckman, Amalia Leal, and Gilardo Leal; (12) Athanasia Vlazakis, George Vlazakis, John Barbis and
11 Maria Barbis; (13) Baywood Village HOA; (14) Michael Marroquin; (15) Save the Lafayette Trees;
12 (16) Laurie Deuschel; (17) Todd Hearn; (18) Henrietta D Energy Storage LLC; (19) Gary George
13 Beyrouti and Daryl J. Spreiter; and (20) Cara Feneis. The Firm advised the Debtors regarding strategy,
14 coordinated with the Debtors' other professionals, drafted oppositions and stipulations, and prepared
15 filings.

16 Total Hours: 335.2

Total Fees: \$207,805.00

17 **D. Initial Debtor Interview, Meeting of Creditors, Creditor Inquiries**

18 During the Interim Fee Period, the Firm advised the Debtors with respect to their monthly
19 operating reports. KBK attorneys also responded to inquiries from creditors regarding the claims bar
20 date and proofs of claim.

21 Total Hours: 1.1

Total Fees: \$780.00

22 **E. Professional Retention and Compensation – Keller Benvenutti Kim**

23 During the Interim Fee Period, KBK prepared monthly fee statements for August 2019 [Docket
24 No. 4125], September 2019 [Docket No. 4579], October 2019 [Docket No. 4993], and November 2019
25 [Docket No. 5407], as well as the *Second Interim Fee Application of Keller & Benvenutti LLP for*
26 *Allowance and Payment of Compensation and Reimbursement of Expenses (June 1, 2019 Through*
27 *September 30, 2019)* [Docket No. 4714]. The Firm's professionals also corresponded with the Fee
28 //

1 Examiner and his counsel regarding the Firm's fee statements and time entries.

2 Total Hours: 57.1 Total Fees: \$24,275.00

3 **F. Professional Retention and Compensation – Other Professionals**

4 During the Interim Fee Period, KBK, among other things: (1) consulted with and filed fee
5 statements for the Debtors' other retained professionals; (2) advised the Debtors' other professionals
6 regarding local practice with respect to fees and reimbursable expenses; and (3) conferred with the
7 Debtors' other professionals regarding negotiations with the Fee Examiner.

8 Total Hours: 106.9 Total Fees: \$45,905.00

9 **G. Financing and Cash Collateral**

10 The Firm assisted the Debtors' other professionals with issues surrounding post-confirmation
11 financing, including assisting with the preparation of the *Debtors' Motion for Entry of Orders*
12 *(I) Approving Terms of, and Debtors' Entry Into and Performance Under, Exit Financing Commitment*
13 *Letters and (II) Authorizing Incurrence, Payment and Allowance of Related Fees and/or Premiums,*
14 *Indemnities, Costs and Expenses as Administrative Expense Claims* [Docket No. 4446].

15 Total Hours: 3.0 Total Fees: \$1,650.00

16 **H. Employee Matters**

17 During the Interim Fee Period, KBK advised the Debtors and the Debtors' other professionals
18 on issues relating to: (1) confidential settlements with former employees; (2) the compensation of the
19 Board of Directors; and (3) and the compensation and terms of employment of the Utility's Chief
20 Executive Officer.

21 Total Hours: 14.6 Total Fees: \$10,085.00

22 **I. Supplier Issues**

23 The Firm communicated directly with the Debtors' various suppliers or their counsel and
24 advised the Debtors and the Debtors' other professionals regarding suppliers' potential prepetition
25 claims; this included negotiation of a payment agreement with Tulsa Inspection Resources and
26 discussions surrounding a stop payment notice sent to the County of San Luis Obispo.

27 Total Hours: 18.8 Total Fees: \$8,280.00

1 **J. General Asset Analysis and Recovery**

2 During the Interim Fee Period, one KBK partner answered inquiries regarding: (1) financing
3 and collateral recovery under existing bonds and (2) a purchase offer by the South San Joaquin
4 Irrigation District.

5 Total Hours: .4 Total Fees: \$320.00

6 **K. Sale or Use of Property – Motions**

7 During the Interim Fee Period, one KBK partner answered inquiries regarding real estate sales.

8 Total Hours: .6 Total Fees: \$390.00

9 **L. Executory Contract Issues**

10 During the Interim Period, KBK advised the Debtors in connection with various matters
11 relating to the treatment of the Debtors' energy procurement contracts and unexpired leases. The Firm
12 also drafted the *Motion to Reject Vlazakis Contract and Grant Related Relief and Brief in Support of*
13 *Rejectability* [Docket No. 5272].

14 Total Hours: 74.0 Total Fees: \$40,645.00

15 **M. Regulatory Issues**

16 The Firm advised the Debtors and assisted the Debtors' other professionals with respect to the
17 December 20, 2019 hearing before the California Public Utilities Commission.

18 Total Hours: 5.6 Total Fees: \$4,040.00

19 **N. Plan – Advice, Strategy, and Negotiation**

20 Since the beginning of these Chapter 11 Cases, the Firm has been in discussions with the
21 Debtors and the Debtors' other professionals regarding paths to resolution of the cases. In addition to
22 these high-level strategy conversations, this billing code also covers research and consultation relating
23 to the following: (1) the Debtors' exclusive period and the potential termination thereof; (2) the
24 *Debtors' Brief regarding Utility Funded Debt Claims' Entitlement to Make-Whole Premiums and*
25 *Joinder of PG&E Shareholders* [Docket No. 4896]; (3) the Restructuring Support Agreement with the
26
27
28

1 Consenting Noteholders and Shareholder Proponents, and the briefing in support thereof [Docket No.
2 5519]; and (4) the mediation before Judge Randall J. Newsome of JAMS.

3 Total Hours: 54.7 Total Fees: \$41,245.00

4 **O. Plan and Disclosure Statements – Preparation of Documents**

5 This billing code relates to work performed on the Debtors' Plan of Reorganization (the
6 "**Plan**"). During the Interim Fee Period, KBK attorneys reviewed and commented on drafts of the Plan
7 and Disclosure Statement, and assisted the Debtors' other professionals with the *Debtors' Motion for*
8 *Entry of Orders (I) Approving Terms of, and Debtors' Entry Into and Performance Under, Exit*
9 *Financing Commitment Letters and (II) Authorizing Incurrence, Payment and Allowance of Related*
10 *Fees and/or Premiums, Indemnities, Costs and Expenses as Administrative Expense Claims* [Docket
11 No. 4446] and the *Debtors' Brief Regarding Applicable Rate of Postpetition Interest on Allowed*
12 *Unsecured Claims and Joinder of PG&E Shareholders* [Docket No. 4624].

13 Total Hours: 63.9 Total Fees: \$32,470.00

14 **P. Plan Implementation and Transition**

15 This billing code relates to work done on behalf of the Debtors following confirmation of the
16 Plan. During the Interim Fee Period, the Firm advised the Debtors and conferred internally regarding
17 post-confirmation workflows.

18 Total Hours: 3.4 Total Fees: \$2,615.00

19 **Q. Wildfire Litigation**

20 Work in this billing category relates to litigation arising from the 2017 and 2018 Northern
21 California wildfires. Most of the work performed by KBK attorneys during the Interim Fee Period
22 relates to the Court's withdrawal of the reference regarding wildfire claims estimation [Docket No.
23 3648] and the estimation proceeding in front of the Honorable James Donato in the United States
24 District Court for the Northern District of California (the "**District Court**"), Case No. 19-05257 (the
25 "**Estimation Proceedings**"). In the Estimation Proceedings, the Firm has assisted the Debtors' other
26 professionals with overarching strategy, as well as with discovery disputes, retention of experts,
27 briefing regarding inverse condemnation, and status conference planning. The Firm also assisted the
28 Debtors with issues surrounding the settlement of the Tubbs action and overarching settlement of the

1 amount of the TCC's claims. Furthermore, the Firm advised the Debtors and the Debtors' other
2 professionals regarding the Adversary Proceeding No. 19-03061, *Gantner v. PG&E Corporation and*
3 *Pacific Gas and Electric Company*, which relates to the Debtors' PSPS program.

4 Total Hours: 38.5 Total Fees: \$21,080.00

5 **R. Claims Review**

6 This category relates to issues regarding creditors' asserted claims. During the Interim Fee
7 Period, KBK attorneys advised the Debtors and the Debtors' other professionals regarding certain
8 proofs of claim and claims asserted under section 503(b)(9). Furthermore, the Firm worked with the
9 Debtors and their other professionals regarding a work plan for claims objections.

10 Total Hours: 50.1 Total Fees: \$29,950.00

11 **S. Claim Disputes and Resolution**

12 During the Interim Fee Period, the Firm advised the Debtors and the Debtors' other
13 professionals with respect to settlement of a wide variety of claims. KBK attorneys also advised the
14 Debtors regarding obtaining a good faith settlement determination under California law, and prepared
15 notices of settlement of de minimis claims, and negotiated allowance of claims. Work in this billing
16 code also relates to the appeal on the inverse condemnation issue and discussions surrounding class
17 proofs of claim under Bankruptcy Rule 7023.

18 Total Hours: 148.7 Total Fees: \$87,940.00

19 **T. USDC Probation Compliance and Monitoring**

20 This billing code relates to monitoring work performed by the Firm with respect to the criminal
21 case against the Debtors pending in the District Court. KBK monitored the proceedings in the District
22 Court to ensure preparedness should there be any impact on the smooth administration of these
23 Chapter 11 Cases, including attending hearings and reviewing pleadings, and advised the Debtors
24 regarding the same.

25 Total Hours: 9.4 Total Fees: \$5,660.00

26 **U. Miscellaneous Litigation Issues and Advice**

27 The Firm has endeavored to create separate billing codes for larger litigation matters.
28 However, this category serves as a catch-all for smaller litigation and discovery matters. During the

Interim Fee Period, KBK assisted the Debtors and the Debtors' other professionals with logistical matters relating to court appearances, e-filing notices, and setting the omnibus hearing agendas on litigation issues. This billing code also has been applied to work performed with respect to Adversary Proceeding Nos. 19-03049, *Winding Creek Solar LLC et al. v. Pacific Gas and Electric Company*, 19-03053, *Official Committee of Tort Claimants v. The Ad Hoc Group of Subrogation Claim Holders*, and 19-03008, *JH Kelly, LLC v. AECOM Technical Services, Inc.* and the securities' plaintiffs Rule 7023 motion [Docket No. 5042].

Total Hours: 58.2

Total Fees: \$34,715.00

V. Appeals

During the Interim Fee Period, the Firm worked on miscellaneous small matters related to appeals, including questions regarding mechanics of a notice of appeal and parties to be included therein.

Total Hours: 2.3

Total Fees: \$1,520.00

EXPENSE SUMMARY **JUNE 30, 2019 THROUGH SEPTEMBER 30, 2019**

As is its typical practice in chapter 11 cases, the Firm advanced costs on behalf of the Debtors in connection with the discharge of the duties described in the Interim Application. During the Interim Fee Period, KBK incurred a total of \$30,976.92 in expenses. These expenses, which include reproduction of hearing binders, payment of *pro hac vice* and filing fees, and ordering hearing transcripts, are reasonable and necessary to the smooth administration of these Chapter 11 Cases. Receipts for all significant expenses have been provided to the Debtors and the Fee Examiner.

LEGAL BASIS FOR INTERIM COMPENSATION

The professional services for which KBK requests interim allowance of compensation and reimbursement of expenses were rendered and incurred in connection with this case in the discharge of KBK's professional responsibilities as attorneys for the Debtors in these Chapter 11 Cases. KBK's services have been necessary and beneficial to the Debtors and their estates, creditors, and other parties in interest.

In accordance with the factors enumerated in section 330 of the Bankruptcy Code, KBK

1 respectfully submits that the amount requested by KBK is fair and reasonable given the complexity of
2 these Chapter 11 Cases, the time expended, the nature and extent of the services rendered, the value of
3 such services, and the costs of comparable services other than in a case under the Bankruptcy Code.
4 Moreover, KBK has reviewed the requirements of the Interim Compensation Procedures Order, the
5 Northern District Guidelines, and the UST Guidelines and believes that the Interim Application
6 complies with all of them except as specifically noted herein.

7 **AVAILABLE FUNDS**

8 The Firm understands that the Debtors' estate has sufficient funds available to pay the fees and
9 costs sought herein.

10 **NOTICE**

11 Notice of the Interim Application has been provided to parties in interest in accordance with the
12 procedures set forth in the Interim Compensation Order. KBK submits that, in view of the facts and
13 circumstances of these Chapter 11 Cases, such notice is sufficient and no other or further notice need
14 be provided.

15 **CONCLUSION**

16 KBK respectfully requests an interim allowance to KBK for compensation in the amount of
17 \$723,335.00 and actual and necessary expenses in the amount of \$30,976.92, for a total allowance of
18 \$754,311.92, and an authorization for payment of \$144,667.00 (20% of the allowed fees); and for such
19 other and further relief as this Court deems proper.

20 Dated: March 13, 2020

Respectfully submitted,

21 **KELLER BENVENUTTI KIM LLP**

22 By: /s/ Tobias S. Keller

23 Tobias S. Keller

24 *Attorneys for Debtors and Debtors in Possession*

Notice Parties

PG&E Corporation
c/o Pacific Gas & Electric Company
Attn: Janet Loduca, Esq.
77 Beale Street
San Francisco, CA 94105

Weil, Gotshal & Manges LLP
Attn: Stephen Karotkin, Esq.
Jessica Liou, Esq.
Matthew Goren, Esq.
767 Fifth Avenue
New York, NY 10153

The Office of the United States Trustee for Region 17
Attn: Andrew Vara, Esq.
Timothy Laffredi, Esq.);
450 Golden Gate Avenue, 5th Floor, Suite #05-0153
San Francisco, CA 94102

Milbank LLP
Attn: Dennis F. Dunne, Esq.
Sam A. Khalil, Esq.
55 Hudson Yards
New York, NY 10001-2163

Milbank LLP
Attn: Paul S. Aronzon, Esq.,
Gregory A. Bray, Esq.,
Thomas R. Kreller, Esq.
2029 Century Park East, 33rd Floor
Los Angeles, CA 90067

Baker & Hostetler LLP
Attn: Eric Sagerman, Esq. and
Cecily Dumas, Esq.
11601 Wilshire Boulevard, Suite 1400
Los Angeles, CA 90025-0509

Bruce A. Markell, Fee Examiner
541 N. Fairbanks Ct., Ste 2200
Chicago, IL 60611-3710

Scott H. McNutt
324 Warren Road
San Mateo, California 94402